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May 20, 1999

VIA HAND DELIVERY

RECEIVED

Magalie Roman Salas, Secretary
Federal Communications Commission
Portals II
445 12th Street, S.W., TW-A325
Washington, D.C. 20554

MAY 20 1999

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

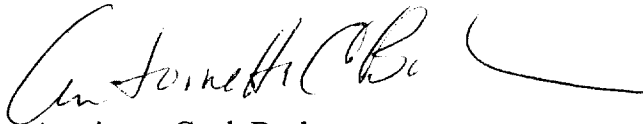
Re: **REDACTED -- FOR PUBLIC INSPECTION**
CC Docket No. 98-141

Dear Ms. Salas:

On behalf of Ameritech Corporation ("Ameritech"), in response to the Letter dated May 19, 1999 from Carol E. Matthey, Common Carrier Bureau, to Lynn Shapiro Starr, Ameritech, submitted herewith, pursuant to the Protective Order adopted in the above-referenced merger proceeding, are copies of confidential documents (and two copies of the redacted version of each confidential document), bearing the "AIT" alphanumeric identifiers set forth in the attached list of additional documents, that Ameritech has previously produced to the Department of Justice.

If you have any questions concerning this filing, please contact the undersigned.

Respectfully submitted,



Antoinette Cook Bush
Counsel to Ameritech Corporation

Enclosures

cc: Michael Kende (w/enclosures)

No. of Copies rec'd
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071

**Additional Documents
Previously Produced to the DOJ**

Attorneys General at n.3 cite to "'Background Qs and As – Project Gateway (Draft: 9/29/97' at 1 (AIT0609588)" and Rosston/Mercurio Report at n.20 cites to "Background Q's and A's: Project Gateway, AIT0609595" – Attached hereto for inclusion in the public record is AIT0609588-0609595.

Rosston/Mercurio Report at n.14 cites "AIT0266849, Project Green Test Market Proposal, page 6" – Attached hereto for inclusion in the public record is AIT0266844-0266873.

Rosston/Mercurio Report at n.16 cites to "Project Gateway Chronology, March 18, 1998, AIT0156834" – Attached hereto for inclusion in the public record is AIT0156829-0156839.¹²

Rosston/Mercurio Report at n.17 cites to "AIT0167731, email from Mary Beth Hodgkiss to Anne Marie Valencik" – Attached hereto for inclusion in the public record is AIT0167731.

Rosston/Mercurio Report at n.18 cites to "Ameritech Full Service Products and Services (St. Louis, Missouri), Full Service Workbook, 1/26/98, AIT0434476" – Attached hereto for inclusion in the public record is AIT0434457-0434686.

Rosston/Mercurio Report at n.58 cites to "AIT0291312" – Attached hereto for inclusion in the public record is AIT0291304-0291318.

¹ Ameritech notes for the public record that the Rosston/Mercurio Report cites only to the "Project Gateway Chronology, March 18, 1998," which is a three page chronology (AIT0156832-0156834). The Commission has requested, and Ameritech is producing, AIT0156829-0156839. The first three pages (AIT0156829-0156831) consist of a photocopy of a manila file folder and a two-page magazine article regarding Kristin Panek and Carol Binkley of Ameritech. The last five pages (AIT0156835-0156839) are photocopies of handwritten notes in a spiral notebook, which Ameritech *has already produced to the Commission* (ACFCC0181049-0181051) (photocopied two spiral notebook pages per page). Nevertheless, Ameritech is now again producing copies of the spiral notebook pages that bear the "AIT" identifiers (AIT0156835-0156839).

Background Qs and As
Project Gateway
(Draft: 9/29/97)

REDACTED

AIT0609588

ACFCC 0220001

ACFCC 0220001 to
ACFCC 0220008

have been redacted in
full because they
contain confidential
information subject to
the protective order
in CC Docket
No. 98-141 before the
Federal Communications
Commission



Project Green Test Market Proposal

November 4, 1996

Tim Cawley
Sergio Pereira
Tony Mestan
Bennett Gamel

PRIVILEGED AND CONFIDENTIAL

This document is the property of Ameritech, Inc. It has been prepared for discussion purposes only and does not necessarily reflect the policies of the Ameritech Companies. It contains confidential information of Ameritech, Inc. and may not be disclosed or used by any other person without prior written authorization.

ACFCC 0220010 to
ACFCC 0220038

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Commission

Galway

ACFCC 0220039

AIT0156829

Team leaps hurdles to bring home St. Louis

Carol Binkley and Kristin Panek swear they have vaulting poles and track shoes in their offices. The Ameritech directors — marketing, cellular services, say they used these sporting goods to jump the hurdles and climb the hills necessary to put together the plan presented to the Missouri Public Service Commission so that Ameritech can offer a total package of telecommunications services there.

These two women will be the first to talk about "the talented group of people" from cellular, regulatory, corporate strategy, legal, Ameritech Communications, Inc., product management, media relations and custom business services who pulled it off.

On Nov. 6, Ameritech announced the fruits of this labor — a plan to offer local and long distance phone services to residential customers in the St. Louis metropolitan area. This will mark the first time Ameritech will offer local phone service to customers outside our five-state Midwestern service area. (Our bid to provide long distance in Michigan was rejected Aug. 19 by the Federal Communications

(Continued on Page 4)



- MEET ME IN ST. LOUIS: Cellular services' Kristin Panek, left, and Carol Binkley, both directors — marketing, nimbly demonstrate the teamwork that kept them going during the race to enter the competitive St. Louis market. We'll begin marketing packages of local and long distance service in that market early next year.

...upgrades — including the ability to use a standard union platform that will allow customer advocates in Illinois and Michigan to access multi-state applications on their desktops.

FCC urges crackdown on 'cramming'

The Federal Communications Commission is pressing local telecommunications companies, including Ameritech, to crack down on "cramming" — the practice of "cramming" unauthorized charges deep into phone bills where they often go unnoticed.

The charges, for special services the customer never ordered such as personal 800 numbers or voice mail, almost always originate with little-known companies but show up on local telephone bills.

Vision

Vision is published on the first and third Monday of every month for employees of Ameritech and its business units.

Here's how to contact us with your ideas or comments:

Intercompany mail: Vision, 30 S. Wacker Drive, Suite 3000, Chicago, IL 60606

Fax: 312/287-1888

Ameritech Vision Co.
Attn: Vision Feedback Line
30 South Wacker Drive, Suite 3000
Chicago, IL 60606

'Tell us what you think...'

1-800-824-8127 to leave a message on the Vision feedback line

Visionlink (Internal Web site):
www.ameritech.com

Remember: Leave information on a card or postcard.

FOR YOUR INFORMATION

Ameritech launches new order.

Caremark Prescription Drug Service (Caremark) has launched a new system for checking order status, refills and checking order history. Callers select a selection of their available prescriptions, enter the drug name and strength when prompted. The system also tells callers if a prescription is out of stock. It also tells callers if a prescription is out of stock. The system can also determine if it is a prescription and identifies the available refill date.

When checking order status, the system provides the pre-patient category, date shipped, address and shipping method. The option of using a credit card on file or alternate card if copay is required. RxRequest, call 1-800/556-2581. You'll need the member's social security number and year of birth when you call. Callers must stay on the line to complete the order process.

INVESTOR INFORMATION

Stock performance...

Total return since 1/1/94 (Breakthrough)	
Ameritech	+
Industry Average	+
S&P 500	+

Since stock began trading (11/21/83)	
Ameritech	+
Industry Average	+
S&P 500	+

as of Dec. 1, 1997

ACFCC 0220042 to
ACFCC 0220049

have been redacted in
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the protective order
in CC Docket
No. 98-141 before the
Federal Communications
Commission

Valencik, Anne Marie

From: Hodgkiss, Mary Beth
To: Valencik, Anne Marie
Subject: RE: St Louis
Date: Monday, June 08, 1998 12:06PM

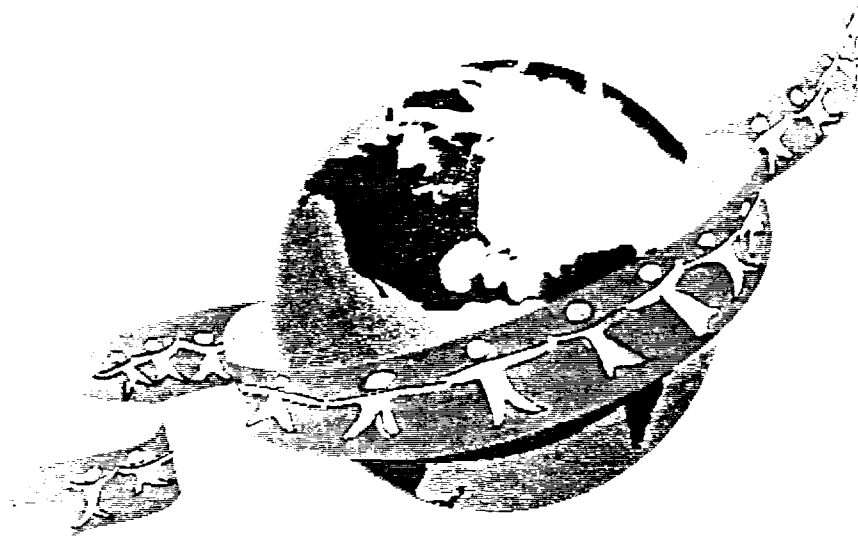
REDACTED

-----Original Message-----

From: Valencik, Anne Marie
Sent: Monday, June 08, 1998 11:39 AM
To: Hodgkiss, Mary Beth
Subject: St Louis

REDACTED

Ameritech.



*Full Service
Products & Services
(St. Louis, Missouri)*

ACFCC 0220051

AIT0434457

ACFCC 0220051 to
ACFCC 0220280

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Managed Local Access
Marketing Plan

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ACFCC 0220281 to
ACFCC 0220295

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